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11 **UNITED STATES BANKRUPTCY COURT**
12 **DISTRICT OF NEVADA**

13 In re

14 CASH CLOUD, INC.,
15 dba COIN CLOUD,

16 Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**DECLARATION OF
JORGE FERNANDEZ IN SUPPORT OF
MOTION FOR ORDER:
(A) CONFIRMING AUCTION RESULTS;
(B) APPROVING THE SALE OF
CERTAIN OF DEBTOR'S ASSETS TO
HELLER CAPITAL GROUP, LLC,
GENESIS COIN, INC. AND
CHRISTOPHER MCALARY FREE AND
CLEAR OF LIENS CLAIMS,
ENCUMBRANCES,
AND OTHER INTERESTS;
(C) AUTHORIZING THE ASSUMPTION
AND ASSIGNMENT OF CERTAIN OF
THE DEBTOR'S EXECUTORY
CONTRACTS AND UNEXPIRED LEASES
RELATED THERETO; AND
(D) GRANTING RELATED RELIEF**

Hearing Date: OST Pending
Hearing Time: OST Pending

1 I, Jorge Fernandez, declare as follows:

2 1. I am the Chief Development Officer of Genesis Coin, Inc. ("Genesis Coin").

3 2. Except as otherwise indicated herein, this Declaration is based upon my personal
4 knowledge. I am over the age of 18 and am mentally competent. If called upon to testify, I would
5 testify competently to the facts set forth in this Declaration.

6 3. I make this Declaration in support of Debtor's *Motion for Order (A) Confirming*
7 *Auction Results; (B) Approving the Sale of Certain of Debtor's Assets to Heller Capital Group, LLC,*
8 *Genesis Coin, Inc. and Christopher McAlary Free and Clear of Liens, Claims, Encumbrances, and*
9 *Other Interests; (C) Authorizing the Assumption and Assignment of Certain of the Debtor's*
10 *Executory Contracts and Unexpired Leases Related Thereto; and (D) Granting Related Relief* (the
11 "Motion").¹

12 4. Genesis Coin will purchase the Genesis Coin Assets for payment of 1% of all
13 monthly net proceeds generated by Genesis Coin from the Commissioned Machines throughout the
14 period specified in its asset purchase agreement, with a minimum guarantee of \$1,500,000.00 to be
15 paid to Debtor over a maximum period of 20 months, subject to and in accordance with the terms of
16 the Genesis Coin APA. Genesis Coin shall not assume liability for any prepetition claims against
17 Debtor except to the extent specified in the Genesis Coin APA. See Exhibit B.

18 5. The Genesis Coin Assets include (i) the Coin Cloud Operating Software ("CCOS"),
19 (ii) all of Debtor's internally developed proprietary software and tools for management of CCOS,
20 (iii) all application-related software (IOS, Android), including intellectual property of all CCOS
21 related products (including cloud based and DCM software), and (iv) all of Debtor's current
22 trademarks, including rights to Debtor's website, social media accounts, customer data base, name
23 rights, and any other registered trademarks and marketing material. See Exhibit B.

24 6. Genesis Coin will pay an initial earnest money deposit in the amount of \$150,000.00
25 to the Escrow Agent (the "GC Earnest Money Deposit"). The Escrow Agent shall hold the GC
26 Earnest Money Deposit in trust pending the payment of the balance of the Genesis Coin Purchase
27

28 ¹ Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

1 Price or earlier termination of the Genesis Coin APA. The GC Earnest Money Deposit is non-
2 refundable, but remains applicable to the Genesis Coin Purchase Price upon execution of an asset
3 purchase agreement consummating the agreement between the parties. See Exhibit B.

4 7. The Closing of the Genesis Coin Assets must occur pursuant to Article III of the
5 Genesis Coin APA. See Exhibit B.

6 8. Genesis Coin is the leading worldwide platform for processing Bitcoin ATM
7 transactions, processing for more than 11,000 ATMs, in over 11 countries, holding a 50%+ market-
8 share and processing for 6 out of the top 10 worldwide Bitcoin ATM deployers.

9 9. Genesis Coin is a privately held company based in Miami, Florida.

10 10. For more information on Genesis Coin visit its website at www.bitcoinatm.com.

11 11. Genesis Coin does not have any relationship with the Debtor.

12 I declare, under penalty of perjury of the laws of the United States of America, that the
13 foregoing statements are true and correct to the best of my knowledge, information and belief.

14 Executed this 16th day of June 2023.

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17 /s/Jorge Fernandez

Jorge Fernandez
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